



ENTERED  
02/02/2010

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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<b>In Re:</b>	§	
	§	
<b>DEEP MARINE HOLDINGS, INC.,</b>	§	<b>Case No. 09-39313</b>
<b>et al.</b>	§	
	§	<b>Jointly Administered</b>
<b>Debtors.</b>	§	<b>Chapter 11</b>

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**ORDER APPROVING RETENTION OF BRACEWELL & GIULIANI LLP  
AS BANKRUPTCY COUNSEL TO THE DEBTORS**

Upon consideration of the Application to Approve Retention of Bracewell & Giuliani LLP ("Bracewell") as Bankruptcy Counsel to the Debtors (the "Application"); and upon the consideration of the Affidavit of Marcy E. Kurtz, a partner of Bracewell (the "Affidavit"); and the Court finding that based upon the representations made in the Application and Affidavit, and upon the representations made at the hearing on the Application; that (i) Bracewell represents no interest adverse to the Debtors' estates or their creditors with respect to the matters upon which they are to be engaged; (ii) Bracewell is a "disinterested person" as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code and as provided and disclosed in the Application and the Affidavit; and (iii) that the employment of Bracewell is necessary and is in the best interests of the Debtors' estates; the Court finds after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that, in accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to retain Bracewell to represent them in these cases under chapter 11 of the Bankruptcy Code, effective *nunc pro tunc* as of December 4, 2009.

Signed: February 2, 2010

A handwritten signature in black ink, appearing to read 'M Isgur', is written over a horizontal line.

Marvin Isgur  
Chief United States Bankruptcy Judge